

18905-11
AUG 7 1996 11:00 AM
DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750

1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

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August 7, 1996

Recordation No. 18905-M

Dear Mr. Williams:

On behalf of NATIONSBANK, N.A., as Agent, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Partial Termination of Security Agreement ("Termination"), made as of June 13, 1996.

The party executing the enclosed Termination is:

NATIONSBANK, N.A., as Agent -
4th Floor Pavilion
1111 East Main Street
Richmond, VA 23277-0001

TERMINATING PARTY

The said Termination is a termination of the security interest in one (1) locomotive from the encumbrance of that certain Security Agreement between NATIONSBANK, N.A., as Agent and Helm-Atlantic Associates Limited Partnership recorded under Recordation No. 18905, and the Termination should be recorded under the next available letter under Recordation No. 18905, which we believe is "-M".

The equipment covered by the Termination is all equipment covered in Exhibit A thereto, namely one (1) SD40 locomotive.

A short summary of the Termination to appear in the Surface Transportation Board Index is as follows:

"Termination of one locomotive from Security Agreement under 18905."

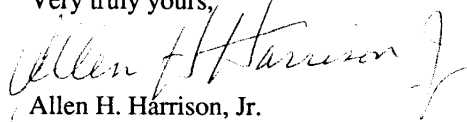
Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

RECEIVED
SURFACE TRANSPORTATION
BOARD
AUG 7 10 00 AM '96

Counterparts to
G. H. Williams

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
Attorney for NATIONSBANK, N.A.,
as Agent, for the purpose of this
filing.

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

By Hand

8350-020

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, P.C.
Suite 750
1100 New York Avenue, N.W.
Washington, D.C. 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 8-7-96 at 10:00 AM, and
assigned recordation number(s). 18905-M.

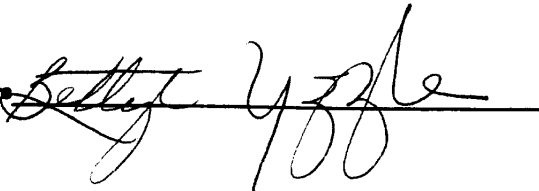
Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



B705 11

AUG 7 1996 10:00 AM

PARTIAL TERMINATION OF
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is made as of June 13, 1996, by NationsBank, N.A., a national banking association, as agent ("Agent"), for the benefit of Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership ("Helm-Atlantic Associates").

1. **Recitals.** Helm-Atlantic Associates owns the one (1) locomotive bearing the Association of American Railroad Designation Number as listed on Exhibit A attached hereto (the "Unit"). Helm-Atlantic Associates has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent upon the terms and conditions provided in that certain Security Agreement dated as of July 20, 1994 between Helm-Atlantic Associates and the Agent (the "Security Agreement") and filed at the Surface Transportation Board of the Department of Transportation ("STB"), formerly known as the Interstate Commerce Commission, under Recordation No. 18905.

Helm-Atlantic Associates is planning to sell the Unit to third parties as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent and Helm-Atlantic Associates desire to terminate the Agent's security interest in the Unit.

2. **Termination of Security Interest.** The Agent's security interest in the Unit shall be and is hereby terminated upon the filing of this Partial Termination with the STB and all of the Agent's right, title and interest in and to the Unit shall and has become null and void.

This release shall have no effect on the Agent's security interest in and lien on any collateral other than the Unit and said security interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Partial Termination on the date indicated below its signature.

NATIONSBANK, N.A., as Agent

By: E. Turner Leggin
Title: Senior Vice President
Date: 8/5/96

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CM

STATE OF VIRGINIA

)

City
COUNTY OF Richmond

) S.S.

)

On this 5 day of August, 1996, before me, personally appeared E Turner Coggin to me personally know, who being by me duly sworn, says that he is a SR. Vice President of NATIONSBANK, N.A., that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Mary Ellen Vitta
Notary Public

My Commission Expires:

10/31/98

EXHIBIT A

Equipment Description: One (1) SD40 locomotive

Unit Mark & Designation Number:

Existing: HATX 600

Prior: CSXT 4620